

RECORDATION NO. 27252-NM FILED

JUN 14 '11 -10 43 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Via UPS 2nd Day Air

June 9, 2011

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Termination dated June 8, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease dated September 1, 2006 which was duly filed at the Surface Transportation Board on May 9, 2008 at 5:05 p.m. under primary Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	Canadian National Railway Company
	One O'Hare Centre		935 de La Gauchetiere St. West
	6250 N River Road, Suite 5000		Montreal, Quebec H3B 2M9
	Rosemont, IL 60018 USA		Canada

The enclosed document is for two hundred (200) hopper cars with FURX, NDYX, PRAX, RUSX, TGOX and UMPX marks (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(CN132)

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MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of June 8, 2011 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of January 1, 2004 and Rider No. 17 dated September 1, 2006 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A (the "Equipment"); and

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of September 1, 2006, evidencing the above-described Lease of such Equipment, which was (i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on May 12, 2008 at 9:45 a.m., and (ii) filed at the Surface Transportation Board on May 9, 2008 at 5:05 p.m. with primary recordation number 27252.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board and Registrar General, has been terminated in all respects.
2. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 8th day of June, 2011 and (and the undersigned declares under penalty of perjury that she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie

Title: Regional Vice President, Sales

Signature: Susan A. Barrie

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Two hundred (200)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS:

FURX	004113	FURX	821516	FURX	826923	FURX	830056	NDYX	475272
FURX	463158	FURX	821521	FURX	826943	FURX	850153	NDYX	475296
FURX	463171	FURX	821709*	FURX	826978	FURX	830228	NDYX	475431
FURX	463216	FURX	821970	FURX	826981	FURX	830234	NDYX	475462
FURX	463221	FURX	822124	FURX	827003	FURX	830245	NDYX	487047
FURX	815255	FURX	822127	FURX	827039	FURX	830249	NDYX	487051
FURX	815495	FURX	822131	FURX	827052	FURX	830287	NDYX	487061
FURX	816701	FURX	822180	FURX	827076	FURX	830320	NDYX	488349
FURX	816715	FURX	822261	FURX	827500	FURX	830634	NDYX	488353
FURX	816729	FURX	822372	FURX	827506	FURX	830639	NDYX	488355
FURX	818527	FURX	822377	FURX	827585	FURX	830736	NDYX	488357
FURX	818601	FURX	822431	FURX	827961	FURX	830785	NDYX	830558
FURX	818602	FURX	822447	FURX	827983	FURX	830796	PRAX	825058
FURX	818604	FURX	822457	FURX	827997	FURX	830855	RUSX	004030
FURX	818606	FURX	822458	FURX	828030*	FURX	830921	RUSX	005491
FURX	820514	FURX	822467	FURX	828044	FURX	830980	RUSX	005509
FURX	820777	FURX	822471	FURX	828533	FURX	831203	RUSX	005514
FURX	820793	FURX	822472	FURX	828538	FURX	831204	RUSX	005518
FURX	820824	FURX	822755	FURX	828543	FURX	832087	RUSX	010687
FURX	820863	FURX	822804	FURX	828607	FURX	832089	RUSX	483307
FURX	820889	FURX	823038	FURX	829850	FURX	832090	RUSX	483314
FURX	820911	FURX	823069	FURX	829861	FURX	832148	RUSX	483320
FURX	821429	FURX	824322	FURX	830000	FURX	832708	RUSX	483344
FURX	821433	FURX	824426	FURX	830003	FURX	833052	RUSX	483346
FURX	821441	FURX	824504	FURX	830021	FURX	833309	RUSX	483370-
FURX	821442	FURX	824550	FURX	830022	FURX	833314	RUSX	483376
FURX	821444	FURX	826010	FURX	830024	FURX	839054	RUSX	483383
FURX	821452	FURX	826037	FURX	830026	FURX	839341	RUSX	483405
FURX	821457	FURX	826129	FURX	830028	FURX	839360	RUSX	483411
FURX	821458	FURX	826159	FURX	830030	FURX	839362	RUSX	483445
FURX	821463	FURX	826218	FURX	830031	FURX	839369	RUSX	485746
FURX	821465	FURX	826230	FURX	830032	NDYX	475030	RUSX	486612
FURX	821469	FURX	826243	FURX	830033	NDYX	475044	RUSX	488065
FURX	821471	FURX	826274	FURX	830034	NDYX	475053	TGOX	010940
FURX	821475	FURX	826757	FURX	830039	NDYX	475057	UMPX	063445
FURX	821480	FURX	826759	FURX	830040	NDYX	475059	UMPX	511581
FURX	821490	FURX	826819	FURX	830041	NDYX	475092	Count:	200
FURX	821497	FURX	826836	FURX	830042	NDYX	475115		
FURX	821509	FURX	826843	FURX	830049	NDYX	475200		
FURX	821510	FURX	826857	FURX	830054	NDYX	475202		
FURX	821515	FURX	826860	FURX	830055	NDYX	475257		

*Car Destroyed